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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

TRONOX INCORPORATED, *et al.*,

Debtors.

**TRONOX INCORPORATED, TRONOX
WORLDWIDE LLC f/k/a Kerr-McGee
Chemical Worldwide LLC, and TRONOX LLC
f/k/a Kerr-McGee Chemical LLC,**

Plaintiffs,

v.

**ANADARKO PETROLEUM CORPORATION
and KERR-McGEE CORPORATION, KERR-
MCGEE OIL & GAS CORPORATION, KERR-
MCGEE WORLDWIDE CORPORATION, KERR-
MCGEE INVESTMENT CORPORATION, KERR-
MCGEE CREDIT LLC, KERR-MCGEE SHARED
SERVICES COMPANY LLC, AND KERR-MCGEE
STORED POWER COMPANY LLC**

Defendants.

THE UNITED STATES OF AMERICA,

Plaintiff-Intervenor,

v.

**TRONOX, INC., TRONOX WORLDWIDE LLC,
TRONOX LLC, KERR-McGEE CORPORATION
and ANADARKO PETROLEUM CORPORATION,**

Defendants.

) Chapter 11

) Case No. 09-10156 (ALG)

) Jointly Administered

) Adv. Pro. No. 09-01198 (ALG)

) **DECLARATION OF THOMAS R.
LOTTERMAN IN SUPPORT OF
DEFENDANTS' MOTION TO
EXCLUDE THE TESTIMONY OF
DR. NEIL M. RAM UNDER
FEDERAL RULE OF EVIDENCE 702**

THOMAS R. LOTTERMAN, declares, pursuant to 28 U.S.C. § 1746, under penalty of perjury that the following is true and correct:

1. I am a member of the bar of the District of Columbia and an attorney with the law firm of Bingham McCutchen LLP, which serves as co-counsel to Defendants Anadarko Petroleum Corporation, Kerr-McGee Corporation, Kerr-McGee Oil & Gas Corporation, Kerr-McGee Worldwide Corporation, Kerr-McGee Investment Corporation, Kerr-McGee Credit LLC, Kerr-McGee Shared Services Company LLC, and Kerr-McGee Stored Power Company LLC in the above-captioned adversary proceeding.
2. I make this Declaration in support of Defendants' Motion to Exclude the Testimony of Dr. Neil M. Ram Under Federal Rule of Evidence 702 (the "Motion"), to place copies of documents cited in the Motion before the Court, and to set forth additional facts relevant to this dispute with Plaintiffs. I have personal knowledge of the matters set forth herein.
3. On June 24, 2011, Plaintiffs produced the expert report of Roux Associates Inc. (signed by Dr. Neil M. Ram), entitled "Environmental Liability Evaluation of Tronox Legacy Sites."
4. Based upon Defendants' review of this expert report, Dr. Ram cited documents dated after Tronox's IPO (on November 28, 2005) hundreds of times.
5. Attached hereto as Exhibit A is a true and correct copy of excerpts from the transcript of the deposition of Dr. Neil M. Ram held on February 8, 2012.
6. Attached hereto as Exhibit B is a true and correct copy of ASTM E2137-01 "Standard Guide for Estimating Monetary Costs and Liabilities for Environmental Matters."

7. Attached hereto as Exhibit C is a true and correct copy of excerpts from the
Expert Report of Neil S. Shifrin and Richard Lane White (For All Sites) on Behalf of
Defendants, dated November 3, 2011.

Executed on: March 16, 2012

/s/ Thomas R. Lotterman
Thomas R. Lotterman